

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

Delphi Automotive Systems LLC,

Case No. 05-44640 (RDD)

Debtors.

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**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

**TO: TECNOMATIX UNICAM, INC.
("ASSIGNOR")**

Address per Debtor's Schedules:	Address per Proof of Claim:
Two International Drive, Ste 150	c/o UGS Corp., 2000 Eastman Dr.
Portsmouth, NH 03801	Milford, OH 45150

As of April 21, 2006, Assignor's Claim against Debtor in the principal amount of \$72,053.73 has been transferred to the following Assignee:

JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Stanley Lim
Telephone: (212) 270-4421
Fascimile: (212) 270-2157
E-mail: stanley.lim@jpmorgan.com

The Evidence of Transfer of Claim is attached as Exhibit A and the Assignee's payment and delivery instructions are attached as Exhibit B. The Proof of Claim is attached hereto as Exhibit C. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER:**

Mailing Address:	Physical Address:
United States Bankruptcy Court Southern District of New York Delphi Corporation Claim Docketing Center Bowling Green Station, PO Box 5058 New York, NY 10274-5058	United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004

**PLEASE SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE AT THE
FOLLOWING ADDRESS:**

JPMorgan Chase Bank, N.A.
270 Park Avenue, 17th Floor
New York, NY 10017
Attention: Stanley Lim
Telephone: (212) 270-4421
Fascimile: (212) 270-2157
E-mail: stanley.lim@jpmorgan.com

WITH A COPY TO :

Kirkpatrick & Lockhart Nicholson Graham LLP
599 Lexington Avenue
New York, NY 10022
Attention: Steven H. Epstein
Telephone: (212) 536-4830
Fascimile: (212) 536-4001
E-mail : sepstein@klng.com

If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY
FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR ON THE
BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Dated: April 21, 2006

JPMORGAN CHASE BANK, N.A.

By: 
Name: ANDREW OPEL
Title: AUTHORIZED SIGNATORY

EXHIBIT A

Evidence Of Transfer Of Claim

EVIDENCE OF TRANSFER OF CLAIM

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: : Chapter 11
Delphi Automotive Systems LLC, :
Debtors. :
-----X

Chapter 11
Case No. 05-44640 (RDD)

TECNOMATIX UNICAM, INC. (the "Assignor"), for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto **JPMORGAN CHASE BANK, N.A.**, its respective successors and assigns ("Assignee") all rights, title and interest in and to the general unsecured claims of Assignor in the principal amount of \$72,053.73 plus all interest, fees and other amounts related thereto (the "Claim") against Delphi Corporation et al. (the "Debtors") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the bankruptcy proceedings ("Bankruptcy Court"), Case No. 05-44481 (RDD) (Jointly Administered).

The claim transferred hereby constitutes the claim described in the true copy of the Proof of Claim dated April 14, 2006, which is attached hereto as Exhibit C. Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Assignee.

IN WITNESS WHEREOF, dated the 21st day of April, 2006.

JPMORGAN CHASE BANK, N.A.,
as Assignee

By  _____

Name:

Title:

ANDREW OPEL
AUTHORIZED SIGNATORY

Accepted and agreed to as of this 21st date of
April, 2006

TECNOMATIX UNICAM, INC., as
Assignor

By  _____

Name: Daria J. Vaz

Title: VP Controller

EXHIBIT B

Assignee's Payment and Delivery Instructions:

Notice:

Primary Contact:	Stanley Lim
Street Address:	270 Park Avenue, 17th Floor
City, State, Zip Code:	New York, NY 10017
Phone Number:	(212) 270-4421
Fax Number:	(212) 270-2157

Backup Contact:	Karoline Kane
Phone Number:	(212) 270-0033
Fax Number:	(212) 270-5347

Wire:

Name of Bank:	JPMorgan Chase Bank, N.A.
Routing Transit/ABA number:	021000021
Name of Account:	SPS High Yield Loan Trading
Account Number:	544-7-94742

EXHIBIT C

Proof of Claim

United States Bankruptcy Court Southern District Of New York		PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC		This Space For Court Use Only
Case Number 05-44640		
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (The person or other entity to whom the debtor owes money or property): Tecnomatix Unicam, Inc.		This Space For Court Use Only
Name and Address where notices should be sent: UGS Corp. 2000 Eastman Drive Milford, Ohio 45150		
Telephone Number: 513-576-2400		This Space For Court Use Only
Last four digits of account or other number by which creditor identifies debtor: DEL001		
Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim dated: _____		
1. Basis for Claim <input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of your SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: 06/08/2005		3. If court judgment, date obtained: N/A
4. Classification of Claim. Check the appropriate box or boxes that best describe your claim and state the amount of the claim at the time case filed. See reverse side for important explanations. Unsecured Nonpriority Claim \$72,053.73 <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured claim, all or part of which is entitled to priority Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____ <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). * Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
5. Total Amount of Claim at Time Case Filed: \$ <u>72,053.73</u> (Unsecured) <u>---</u> (Secured) <u>---</u> (Priority) \$72,053.73 (Total) <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		This Space For Court Use Only FILED 2006 APR 14 P 11:44 S.D. OF N.Y.
Date: 04/12/2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Thomas F. Eberle Assistant General Counsel	

UGS Corp
Delphi Corporation-Chapter 11
Summary of Pre-petition Invoices - TCNO

<u>Bill-to</u>	<u>Invoice # /</u> <u>Description</u>	<u>Invoice Date</u>	<u>PO#</u>	<u>Project #</u>	<u>Billed-to</u>	<u>Billed by</u>	<u>Amount</u>	<u>Description</u>
DEL001	05-06-17B	6/8/2005	450106318		Delphi Delco Electronics	Technomatix Unicam, Inc	<u>\$72,053.73</u>	Maintenance for Period 6/1/05 - 5/31/06
							<u>\$72,053.73</u>	

